



DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

DEC 23 2 18 PM '98

December 15, 1998

RECORDATION NO. 20947-13 FILED

DEC 23 '98 2-18 PM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Amendment No. 2 dated October 7, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202


Lessee: Soo Line Railroad Company  
105 South Fifth Street  
Minneapolis, MN 55405

Please see the Exhibit A attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The fee of \$26.00 is included in the check number 452124.

Sincerely,

THE DAVID J. JOSEPH COMPANY

  
Shelley B. Bacon  
Contract Assistant

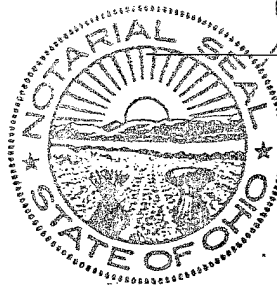
Enclosure

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4422

Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

**CERTIFICATE**

The undersigned, *Shelley B. Bacon* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



*Shelley B. Bacon*  
Notary Public  
**SHELLEY B. BACON**  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

RECORDATION NO. 20947-1 P  
FILED

MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT DEC 23 '98  
AMENDMENT NO. 2

2-18 PM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 2** ("Memorandum of Lease Amendment No. 2") entered into this 7<sup>th</sup> day of October, 1998, is intended to evidence Amendment No. 2 to Railroad Equipment Lease dated as of October 7, 1998 ("Amendment No. 2 to the Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SOO LINE RAILROAD COMPANY**, a Minnesota corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty-six (36) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease, Amendment No. 1 and the Amendment No. 2 to the Lease.

**FURTHER**, the Railroad Equipment Lease (the "Lease") dated September 15, 1997, between Lessor and Lessee was duly filed with the Surface Transportation Board on October 22, 1997 with Recordation No. 20947.

**FURTHER**, the Memorandum of Lease Amendment No. 1 dated December 30, 1997, between Lessor and Lessee was duly filed with the Surface Transportation Board on February 10, 1998 with Recordation No. 20947-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 20947-B.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 2 on the date indicated below its signature.

WITNESS:

Julie M. Woodard

**DJJ TRANSPORTATION SERVICES, INC.**

By: James H. Goetz

Name: James H. Goetz

Title: Vice President

Date: October 7, 1998

WITNESS:

William J. Cox

**SOO LINE RAILROAD COMPANY**

By: Rick A. Salles

Name: RICK A. SALLES

Title: V.P. Agri Products & Coal

Date: NOV 9<sup>th</sup>, 1998

## EXHIBIT A

To the Memorandum of Lease Amendment No. 2 dated October 7, 1998, between DJJ Transportation Services, Inc. and Soo Line Railroad Company.

### DESCRIPTION OF UNITS

Thirty-six (36), railcars bearing reporting marks as follows:

DJJX 6375	DJJX 6492
DJJX 6376	DJJX 6496
DJJX 6382	DJJX 6300
DJJX 6388	DJJX 6305
DJJX 6405	DJJX 6316
DJJX 6406	DJJX 6326
DJJX 6424	DJJX 6333
DJJX 6434	DJJX 6337
DJJX 6446	DJJX 6353
DJJX 6452	DJJX 6373
DJJX 6455	DJJX 6507
DJJX 6458	DJJX 6516
DJJX 6462	DJJX 6527
DJJX 6465	DJJX 6529
DJJX 6476	DJJX 6532
DJJX 6477	DJJX 6545
DJJX 6479	DJJX 6547
DJJX 6480	DJJX 6549